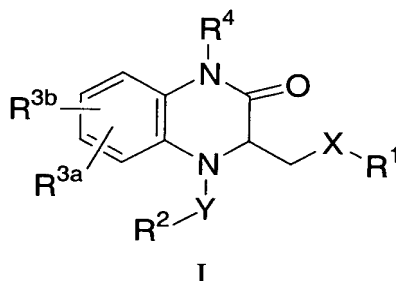


WHAT IS CLAIMED IS:

1. A compound of formula I



and pharmaceutically acceptable salts thereof,
wherein

10 X is selected from

- (1) $-(CH_2)_mC(O)NR^b-$,
- (2) $-(CH_2)_mNR^bC(O)-$,
- (3) $-(CH_2)_mC(O)O-$,
- (4) $-(CH_2)_mS(O)_m-$,
- 15 (5) $-(CH_2)_mO-$,
- (6) $-(CH_2)_mNR^b-$,
- (7) $-C(O)-$,
- (8) $HC=CH$, and
- (9) $-(CH_2)_m-$;

20 Y is selected from

- (1) $-C(O)-$,
- (2) $-C(O)O-$,
- (3) $-SO_2-$ and,
- (4) $-CH_2-$;

25 R¹ is $(CH_2)_n$ -phenyl substituted with a group selected from 1-imidazolyl, 2-imidazolyl, 4,5-dihydro-2-imidazolyl, and 1,2,4-triazol-4-yl; wherein the imidazolyl, dihydroimidazolyl, and triazolyl rings are each optionally substituted with 1 or 2 C₁₋₄alkyl groups;

R² is selected from:

- 30 (1) C₁₋₆ alkyl optionally substituted with 1 to 3 halogen atoms,

(2) C₃₋₇ cycloalkyl,

(3) aryl,

(4) ara-C₁₋₄alkyl,

5 wherein aryl and aralkyl are optionally substituted with 1 to 4 groups independently selected from halogen, C₁₋₄ alkyl optionally substituted with 1 to 5 halogen atoms, hydroxy, C₁₋₄ alkoxy optionally substituted with 1 to 5 halogen atoms, nitro, cyano and NR^bR^c; and wherein aryl is selected from phenyl, naphthyl, pyridyl, isoquinolinyl, and thienyl;

R^{3a} and R^{3b} are independently selected from

- 10 (1) H,
 (2) halogen,
 (3) C₁₋₆ alkyl,
 (4) hydroxy,
 (5) cyano,
 15 (6) nitro,
 (7) C₁₋₆ alkoxy, and
 (8) trifluoromethyl;

R⁴ is selected from

- 20 (1) H,
 (2) C₁₋₄ alkyl, optionally substituted with 1-5 halogen atoms,
 (3) C₃₋₇ cycloalkyl,
 (4) (CH₂)_pCO₂R^d, and
 (5) (CH₂)_pCONR^bR^c;

R^b and R^c are independently selected from

- 25 (1) H, and
 (2) C₁₋₆ alkyl, or

R^b and R^c together complete a 4- to 7-membered ring optionally containing a ring O or N-R^d group;

R^d is H or C₁₋₄ alkyl,

30 m is 0, 1 or 2;
 n is 0 to 10; and
 p is 1 or 2.

2. A compound of Claim 1 wherein Y is SO₂.

3. A compound of Claim 1 wherein R² is phenyl optionally substituted with 1 to 3 groups independently selected from halogen, C₁₋₄ alkyl optionally substituted with 1 to 5 halogen atoms, hydroxy, C₁₋₄ alkoxy optionally substituted with 1 to 5 halogen atoms, nitro, cyano and NR^bR^c.

4. A compound of Claim 1 wherein R² is naphthyl.

5. A compound of Claim 1 wherein X is -C(O)NH-.

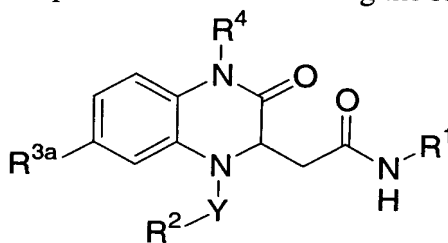
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6. A compound of Claim 1 wherein R¹ is (CH₂)_n-phenyl substituted with a group selected from 1-imidazolyl, 2-imidazolyl and 4,5-dihydro-2-imidazolyl, wherein the imidazolyl and dihydroimidazolyl rings are each optionally substituted with 1 or 2 C₁₋₄alkyl groups.

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7. A compound of Claim 1 wherein R¹ is (CH₂)_n-phenyl substituted with 4,5-dihydro-2-imidazolyl.

8. A compound of Claim 1 having the formula Ia:



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Ia

wherein Y is -SO₂-, -CO- or CH₂; R² is naphthyl or phenyl optionally substituted with 1 to 3 groups independently selected from halogen, C₁₋₄ alkyl optionally substituted with 1 to 5 halogen atoms, hydroxy, C₁₋₄ alkoxy optionally substituted with 1 to 5 halogen atoms, nitro, cyano and NR^bR^c; R^{3a} is hydrogen or a halogen; R⁴ is hydrogen or C₁₋₄alkyl; and R¹ is -(CH₂)_{n'}-(4-substituted phenyl) wherein n' is 0 to 5 and the substituent is selected from 4,5-dihydro-2-imidazolyl optionally substituted with a C₁₋₄alkyl group, 2-imidazolyl, 1-imidazolyl, and 1,2,4-triazol-4-yl.

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9. A compound of Claim 8 wherein Y is SO₂ or C(O), and R² is 3,4-dichlorophenyl, 2-naphthyl or 2,4,6-trimethylphenyl.
10. A compound of Claim 8 wherein R¹ is -(CH₂)₀₋₂-(4-substituted phenyl) wherein the substituent is selected from 4,5-dihydro-2-imidazolyl optionally substituted with a C₁₋₄alkyl group, 2-imidazolyl, 1-imidazolyl and 1,2,4-triazol-4-yl.
11. A compound of Claim 1 wherein R¹ is -(CH₂)₀₋₂-(4-substituted phenyl) wherein the substituent is 4,5-dihydro-2-imidazolyl optionally substituted with a C₁₋₄alkyl group.
12. A compound of Claim 1 wherein the stereoconfiguration at position 3 of the 2-quinoxalinone ring is *R*.
13. A compound of Claim 1 wherein X is selected from C(O)O, CH₂, CH₂SO₂, NHC(O) and CH₂NHC(O); Y is -SO₂-, -CO- or CH₂; R² is naphthyl or phenyl optionally substituted 1 to 3 groups independently selected from halogen, C₁₋₄ alkyl optionally substituted with 1 to 5 halogen atoms, hydroxy, C₁₋₄ alkoxy optionally substituted with 1 to 5 halogen atoms, nitro, cyano and NR^bR^c; R^{3a} is hydrogen or a halogen; R⁴ is hydrogen or C₁₋₄alkyl; and R¹ is -(CH₂)_{n'}-(4-substituted phenyl) wherein n' is 0 to 5 and the substituent is selected from 4,5-dihydro-2-imidazolyl optionally substituted with a C₁₋₄alkyl group, 2-imidazolyl, 1-imidazolyl and 1,2,4-triazol-4-yl.
14. A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and pharmaceutically acceptable excipients.
15. A method of treatment or prevention of pain and inflammation comprising a step of administering, to a subject in need of such treatment or prevention, an effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.

16. A method of treatment of osteoarthritis, repetitive motion pain, dental pain, cancer pain, myofascial pain, muscular injury pain, fibromyalgia pain, perioperative pain comprising a step of administering, to a subject in need of such treatment, an effective amount of a compound according to Claim 1 or a
5 pharmaceutically acceptable salt thereof.

17. A method of treatment or prevention of inflammatory pain caused by chronic obstructive pulmonary disease, asthma, inflammatory bowel disease, rhinitis, pancreatitis, cystitis (interstitial cystitis), uveitis, inflammatory skin disorders,
10 rheumatoid arthritis, edema resulting from trauma associated with burns, sprains or fracture, postsurgical intervention, osteoarthritis, rheumatic disease, teno-synovitis, or gout comprising a step of administering, to a subject in need of such treatment or prevention, an effective amount of a compound according to Claim 1 or a
15 pharmaceutically acceptable salt thereof.

18. A method of treatment or prevention of pain associated with angina, menstruation or cancer comprising a step of administering, to a subject in need of such treatment or prevention, an effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.
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19. A method of treatment of diabetic vasculopathy, post capillary resistance, diabetic symptoms associated with insulinitis, psoriasis, eczema, spasms of the gastrointestinal tract or uterus, Crohn's disease, ulcerative colitis, or pancreatitis comprising a step of administering, to a subject in need of such treatment, an effective
25 amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.

20. A method of treatment or prevention of pain caused by pneumoconiosis, including aluminosis, anthracosis, asbestosis, chalicosis, ptilosis,
30 siderosis, silicosis, tabacosis, byssinosis, adult respiratory distress syndrome, bronchitis, allergic rhinitis, vasomotor rhinitis, liver disease, multiple sclerosis, atherosclerosis, Alzheimer's disease, septic shock, cerebral edema, headache, migraine, closed head trauma, irritable bowel syndrome, or nephritis comprising a step of administering, to a subject in need of such treatment or prevention of pain, an

effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.